

Exhibit 6

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,)
Plaintiff,)
vs.) Case No.
UBER TECHNOLOGIES, INC.;) 17-cv-00939-WHA
OTTOMOTTO, LLC; OTTO TRUCKING LLC,)
Defendants.)
_____)

HIGHLY CONFIDENTIAL - OUTSIDE ATTORNEYS' EYES ONLY

VIDEOTAPED DEPOSITION OF ANGELA L. PADILLA, ESQ.

San Francisco, California

Monday, October, 2017

Volume I

Reported by:

MARY J. GOFF

CSR No. 13427

JOB No. 2716665

PAGES 1-111

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UBER TECHNOLOGIES, INC.;) 17-cv-00939-WHA
OTTOMOTTO, LLC; OTTO TRUCKING LLC,)
Defendants.)
_____)

Highly Confidential Videotaped Deposition of
ANGELA L. PADILLA, ESQ. Volume I, taken on behalf of
Plaintiff Waymo LLC, at Quinn Emanuel Urquhart &
Sullivan, LLP, 50 California Street, 22nd Floor,
beginning at 9:11 a.m. and ending at 1:34 p.m., on
October 2, 2017, before MARY GOFF, Certified
Shorthand Reporter No. 13427.

1	A	I'm comfortable saying that I retained	09:28:41
2		them at VMWare, but I can't discuss the particular	09:28:43
3		transactions, because those would be attorney/client	09:28:47
4		privileged based on transactions that VMWare did.	09:28:49
5	Q	(BY MR. PERLSON) Okay. How -- how many	09:28:53
6		transactions at VMWare did you retain Stroz for?	09:28:55
7	A	I cannot remember the exact number, but	09:28:59
8		maybe to two three.	09:29:04
9	Q	And you won't answer questions regarding	09:29:11
10		the specifics of those transactions or the	09:29:13
11		investigations; is that fair?	09:29:16
12	A	That's fair, because it's privileged to my	09:29:19
13		former employer.	09:29:22
14	Q	And in what ways -- well, never mind.	09:29:32
15		Other than the general idea of retaining	09:29:57
16		Stroz Friedberg, did you -- what -- what	09:30:00
17		specifically did you have in mind that they would be	09:30:07
18		doing as part of their investigation?	09:30:09
19	MR. GONZALEZ:	So I'll let her answer this	09:30:13
20		question if you'll agree there's not a waiver.	09:30:15
21	MR. PERLSON:	Nope.	09:30:18
22	MR. GONZALEZ:	Okay. Then I'll instruct	09:30:19
23		her. The engagement letter lays out why they were	09:30:20
24		engaged, if you want specifics, as does the Stroz	09:30:25
25		report.	09:30:28

1	Q	(BY MR. PERLSON) Okay. You're following	09:30:30
2		the instruction, I assume?	09:30:31
3	A	I am.	09:30:32
4	Q	Do you --	09:30:32
5		MR. GONZALEZ: You have a Vela-bound typed	09:31:05
6		outline?	09:31:07
7		MR. PERLSON: Huh?	09:31:09
8		MR. GONZALEZ: You have a Vela-bound typed	09:31:09
9		outline. I'm incredibly impressed.	09:31:11
10		MR. PERLSON: I think if you looked at it,	09:31:14
11		you would not be nearly as impressed.	09:31:16
12	Q	(BY MR. PERLSON) Do you know the specifics	09:31:34
13		of what Stroz did in their investigation?	09:31:35
14		MR. GONZALEZ: And just yes or no.	09:31:39
15	A	Generally, yes.	09:31:43
16	Q	(BY MR. PERLSON) What's your general	09:31:45
17		understanding?	09:31:47
18		MR. GONZALEZ: And again, if you will	09:31:48
19		agree that it's not a waiver, I will let her answer.	09:31:49
20		MR. PERLSON: I -- I will not.	09:31:53
21		MR. GONZALEZ: Okay. Then I'll instruct	09:31:54
22		her not to answer.	09:31:55
23	Q	(BY MR. PERLSON) You'll follow the	09:31:57
24		instruction, I assume?	09:31:58
25	A	I will.	09:31:59

1 Q Were there any particular concerns that 09:32:31

2 you had regarding the individuals involved in 09:32:36

3 Ottomotto that prompted you to have the idea to 09:32:43

4 retain Stroz in relation to the Ottomotto 09:32:54

5 transaction? 09:32:58

6 MR. GONZALEZ: And you agree it's not a 09:32:58

7 waiver if she answers that? 09:33:00

8 MR. PERLSON: No. 09:33:01

9 MR. GONZALEZ: Okay. Then we'll instruct 09:33:01

10 her not to answer. 09:33:05

11 A I'll follow the instruction. 09:33:06

12 MR. GONZALEZ: In general, I'll tell you 09:33:10

13 that I'm going to instruct not to answer anything 09:33:11

14 about her state of mind, if that helps at all. 09:33:13

15 Q (BY MR. PERLSON) Do you know whether Stroz 09:33:48

16 Friedberg investigated anything beyond the personal 09:33:50

17 devices of the diligenced employees? 09:33:58

18 A Answer yes or no or -- 09:34:06

19 MR. GONZALEZ: Yeah, same -- same 09:34:08

20 question. If she answers, do you agree it's not a 09:34:09

21 waiver? 09:34:12

22 MR. PERLSON: No. 09:34:13

23 MR. GONZALEZ: Then I'll instruct her not 09:34:13

24 to answer. 09:34:15

25 Q (BY MR. PERLSON) Do you know whether Stroz 09:34:20

1	Friedberg retained -- let me start over again.	09:34:22
2	Do you know whether Stroz Friedberg did	09:34:25
3	any investigations into any Ottomotto document	09:34:28
4	repositories?	09:34:33
5	MR. GONZALEZ: Same instruction.	09:34:35
6	Q (BY MR. PERLSON) That you will follow?	09:34:36
7	A Yes.	09:34:40
8	Q Do you know when Stroz began their	09:34:48
9	investigation in relation to the Ottomotto	09:34:52
10	transaction?	09:34:56
11	MR. GONZALEZ: You can -- you can answer	09:34:59
12	that to the extent it's disclosed in the Stroz	09:35:00
13	report, if you can remember.	09:35:03
14	A My general sense is it was in the	09:35:06
15	February-March time frame.	09:35:08
16	Q (BY MR. PERLSON) When is the first time	09:35:31
17	that you personally spoke with Anthony Levandowski?	09:36:18
18	A I know it was after the deal downloads.	09:36:30
19	Gosh, it -- it might have been late summer, early	09:36:43
20	fall --	09:36:52
21	Q Yeah.	09:36:53
22	A -- of 2016.	09:36:53
23	Q So you personally hadn't spoke with	09:36:56
24	Mr. Levandowski until after August of 2016?	09:37:03
25	A That could be right. It's -- it's really	09:37:17

1	Q	-- was August of 2016.	09:41:45
2	A	I think so. I think there was a final	09:41:47
3		report before the deal closed.	09:41:49
4	Q	And had you received any interim reports	09:41:58
5		from Stroz before the final report?	09:42:02
6		MR. GONZALEZ: You can answer that "yes"	09:42:07
7		or "no."	09:42:08
8	A	"Interim" meaning that could be in -- oral	09:42:13
9		or writing?	09:42:18
10	Q	(BY MR. PERLSON) Yeah.	09:42:19
11	A	Yes.	09:42:20
12	Q	Okay. And when do you recall the first	09:42:20
13		interim report would have been?	09:42:26
14	A	So a couple of things. First, I don't	09:42:34
15		think I got anything directly from Stroz. On this	09:42:36
16		basis, I believe anything I received was told to me	09:42:39
17		by either outside counsel or my colleagues, in-house	09:42:43
18		counsel.	09:42:47
19		I'm 99.9 percent sure I never got a --	09:42:47
20		never had a conversation with Stroz about his	09:42:51
21		report.	09:42:54
22		The second thing is I feel like the	09:42:55
23		interim -- I didn't even think of them candidly as	09:42:57
24		interim reports. I thought of them as just kind of	09:43:00
25		updates, check-ins. Probably in March, maybe early	09:43:03

1	April --	09:43:09
2	Q Okay.	09:43:10
3	A -- late March, early April.	09:43:10
4	Q So just to --	09:43:12
5	A And I do not remember a first one as	09:43:14
6	opposed to a second or a third one.	09:43:15
7	Q Sure. And so in relation to the Stroz	09:43:19
8	Friedberg due diligence that was gone in connection	09:43:21
9	with the Otto acquisition, is it fair to say that --	09:43:24
10	that you personally were not interfacing with Stroz	09:43:32
11	Friedberg in relation to their investigation?	09:43:35
12	A That's correct. I delegated that work.	09:43:37
13	Q So if Stroz was giving reports on what was	09:43:44
14	going on in the investigation, you would have heard	09:43:47
15	those reports from someone that Stroz had	09:43:55
16	communicated with other than you?	09:43:58
17	A That's right. Secondhand.	09:44:00
18	Q You weren't hanging out with them looking	09:44:08
19	at Mr. Levandowski's computers?	09:44:10
20	A I was not.	09:44:12
21	MR. GONZALEZ: What's that number?	09:45:18
22	MR. PERLSON: That's a good question.	09:45:20
23	8101.	09:45:24
24	(Exhibit 8101 was marked for	09:45:25
25	identification and is attached to the transcript.)	09:45:25

1 Q (BY MR. PERLSON) This one was already 09:45:26
2 marked. I'll get you a copy in a second. 09:45:37
3 MR. GONZALEZ: Thanks. 09:45:40
4 A Should I look at both at the same time or 09:45:51
5 one before the other? 09:45:53
6 Q (BY MR. PERLSON) Yeah. So -- 09:45:55
7 MR. GONZALEZ: And can you give me a copy 09:45:56
8 of the other one? You just gave me one document. 09:45:58
9 MR. PERLSON: Oh, sorry. 09:46:01
10 Q (BY MR. PERLSON) So if you look at what's 09:46:17
11 been previously marked as "7111," the bigger 09:46:18
12 document, it refers to "Draft Summary Interview of 09:46:22
13 Anthony Levandowski." 09:46:26
14 Do you see that? 09:46:27
15 A I see that. 09:46:28
16 Q And then in the 8101, there is an e-mail 09:46:29
17 that's forwarded eventually to you regarding the 09:46:41
18 redacted "Memo Re Interview of Anthony Levandowski." 09:46:46
19 Do you see that? 09:46:53
20 A I do, yes. 09:46:55
21 Q Okay. So do you recall seeing Exhibit 09:46:56
22 7111 previously? 09:47:03
23 A Generally, yes. 09:47:09
24 Q Okay. And you think it was at or about 09:47:10
25 the -- the time of this April 2 e-mail? 09:47:12

1	A	Do you know this exhibit doesn't have any	09:47:16
2		pages in it?	09:47:18
3	MR. GONZALEZ:	Yeah. I was going to say,	09:47:19
4		Counsel, you have got a bunch of blank pages, which	09:47:20
5		I assume is probably not what you intended.	09:47:24
6	MR. PERLSON:	I believe that my copy	09:47:26
7		doesn't have that. That's weird.	09:47:28
8	MR. GONZALEZ:	Yeah, mine --	09:47:29
9	A	Yeah, there's nothing after page 4.	09:47:30
10	MR. GONZALEZ:	-- now, the other thing I'm	09:47:33
11		going to note is that the -- the e-mail to	09:47:34
12		Ms. Padilla says "Redacted Memorandum."	09:47:36
13		Maybe that's why it's all black -- or	09:47:40
14		blank. Are those the redactions?	09:47:43
15	MR. PERLSON:	I think that's it's -- it's	09:47:45
16		a copying error --	09:47:47
17	MR. GONZALEZ:	Okay.	09:47:50
18	A	Can I see --	09:47:52
19	MR. PERLSON:	-- which we can --	09:47:52
20	A	-- the document?	09:47:52
21	MR. PERLSON:	-- rectify it before I ask	09:47:53
22		questions about it --	09:47:55
23	A	Okay.	09:47:57
24	MR. PERLSON:	-- which I think is fair.	09:47:57
25	A	Thank you.	09:47:58

1 MR. GONZALEZ: All right. And -- and 09:47:58

2 just -- again, I want to make sure that what you 09:47:59

3 show her is the redacted one that was attached to 09:48:01

4 the -- 09:48:04

5 MR. PERLSON: Well -- 09:48:04

6 MR. GONZALEZ: -- e-mail. 09:48:04

7 MR. PERLSON: -- you can make your 09:48:05

8 objections, if you want. Can -- 09:48:07

9 MR. GONZALEZ: All right. Okay. 09:48:08

10 MR. PERLSON: -- and I -- I don't think I 09:48:08

11 really asked her a question that necessarily 09:48:09

12 conflicted with any of that so... 09:48:11

13 MR. GONZALEZ: All right. Go for it. 09:48:14

14 MR. PERLSON: Well, I'll get -- 09:48:15

15 MR. GONZALEZ: Do you want the blank -- do 09:48:16

16 you want the blank pages back? 09:48:17

17 MR. PERLSON: That's not very useful to 09:48:23

18 anybody. 09:48:26

19 (Exhibit 7111 was retained by counsel.) 09:48:27

20 Q (BY MR. PERLSON) Do you know whether Stroz 09:48:42

21 Friedberg was able to complete its investigation 09:48:43

22 before the signing of the April 11 Merger Agreement? 09:48:49

23 MR. GONZALEZ: So same -- same question to 09:49:02

24 you, Counsel. If I let her answer that, will you 09:49:03

25 agree it's not a waiver? 09:49:06

1	MR. PERLSON: Nope.	09:49:08
2	MR. GONZALEZ: Then I'm going to instruct	09:49:09
3	her. Because as she has indicated earlier, she had	09:49:10
4	no conversations with Stroz. And any information	09:49:12
5	she would have responsive to that would have come	09:49:16
6	from privileged discussions.	09:49:19
7	And again, I'm willing to let her answer	09:49:20
8	some of these general background questions and move	09:49:23
9	things along, but not if you're going to take the	09:49:25
10	position that all of a sudden we waive the	09:49:27
11	privilege.	09:49:29
12	MR. PERLSON: Yeah, I -- I reject the	09:49:30
13	proposition that she could have only learned about	09:49:31
14	those things by virtue of privileged conversations.	09:49:31
15	But you're -- you know, you're free to instruct her	09:49:35
16	as you want, obviously.	09:49:37
17	MR. GONZALEZ: You can ask her about	09:49:39
18	nonprivileged conversations she had.	09:49:40
19	Q (BY MR. PERLSON) Do you know whether Stroz	09:49:55
20	ever communicated to Uber or its counsel that it did	09:49:59
21	not have sufficient time to finish its investigation	09:50:05
22	before the April 11 Merger Agreement with Otto was	09:50:14
23	signed?	09:50:23
24	MR. GONZALEZ: If you have any	09:50:25
25	nonprivileged information, you can tell him that.	09:50:26

1 Otherwise, I would instruct you if your information 09:50:28
 2 only came from a privileged source. 09:50:31
 3 A So to be clear, the only information that 09:50:33
 4 I had would have been coming from Eric Tate, 09:50:37
 5 possibly others at MoFo. 09:50:42
 6 For example, I see Anna Ferrari's name 09:50:45
 7 here. I know she was pregnant and had a baby later 09:50:47
 8 in the year, but I think she was still working here. 09:50:50
 9 So either from Eric or Anna or from my 09:50:52
 10 colleagues, Justin Suhr, Christian. You know, 09:50:55
 11 Andrew. Just the -- the lawyers, both in-house and 09:51:00
 12 at -- outside counsel who were working on the deal. 09:51:04
 13 I never spoke to anyone outside of it. 09:51:06
 14 MR. GONZALEZ: So on that basis, I'm going 09:51:09
 15 to instruct her not to answer. 09:51:11
 16 MR. PERLSON: Well, that's a fine 09:51:13
 17 instruction. Again, I -- I don't think that just 09:51:15
 18 because you would have gotten information from 09:51:17
 19 lawyers means that everything you received is -- was 09:51:21
 20 privileged. But if -- if you want to instruct on 09:51:26
 21 that basis, again, that's fine. 09:51:27
 22 Q (BY MR. PERLSON) And so you're following 09:51:32
 23 that instruction? 09:51:34
 24 A I am. We were working together to give 09:51:35
 25 advice to the company, so yes. 09:51:37

1	with any of the files listed in Section 1 below on	10:00:18
2	March 10, 2016 or January 24, 2016.	10:00:23
3	Do you see that?	10:00:32
4	A Yes, I do.	10:00:32
5	Q Okay. And -- and there's a -- do you see	10:00:33
6	there's a long detailed list that follows that	10:00:38
7	statement?	10:00:40
8	A Yeah, I see that.	10:00:46
9	Q Did Uber find that explanation to be	10:00:48
10	plausible --	10:00:52
11	MR. GONZALEZ: Ob --	10:00:53
12	Q (BY MR. PERLSON) -- that he would not know	10:00:53
13	of whether he had initiated access with any of the	10:00:54
14	files listed in Section 1?	10:00:59
15	MR. GONZALEZ: I -- I'm going to object	10:01:02
16	and instruct you not to answer, unless you have some	10:01:03
17	nonprivileged information on that point.	10:01:06
18	A No, I have nothing that's not privileged.	10:01:10
19	Q (BY MR. PERLSON) Did Uber ask Stroz	10:01:18
20	Friedberg whether it found this -- that --	10:01:19
21	Mr. Levandowski's indication that he did not recall	10:01:24
22	whether he had initiated access with any of the	10:01:30
23	files in Section 1 -- let me start over. Let me ask	10:01:33
24	that question again.	10:01:41
25	Did the Uber ask Stroz Friedberg to	10:01:42

1	investigate further in relation to Mr. Levandowski's	10:01:46
2	response that he did not recall whether he initiated	10:01:55
3	access with any of the files listed in Section 1?	10:01:58
4	MR. GONZALEZ: Same instruction. If you	10:02:03
5	have nonprivileged information, you can share that	10:02:03
6	with him.	10:02:05
7	A Anything I know is -- is privileged.	10:02:07
8	Q (BY MR. PERLSON) Would you agree that as	10:02:18
9	of April 11, 2016, Uber could not be sure one way or	10:02:19
10	the other whether Mr. Levandowski had intentionally	10:02:24
11	accessed or retained Google confirmation -- Google	10:02:30
12	confidential confirmation in his work at Ottomotto?	10:02:34
13	MR. GONZALEZ: I'm going to instruct you	10:02:38
14	not to answer, mental impression.	10:02:40
15	Q (BY MR. PERLSON) Would you agree that as	10:02:48
16	of April 11, 2016, Uber had information that showed	10:02:49
17	that Mr. Levandowski had accessed Google	10:02:55
18	confidential information at a time in which he was	10:03:01
19	also working for Ottomotto?	10:03:07
20	MR. GONZALEZ: Same instruction. If you	10:03:09
21	have any nonprivileged information, you can share	10:03:09
22	that.	10:03:13
23	A Everything I know came in connection with	10:03:14
24	my work representing the company.	10:03:16
25	Q (BY MR. PERLSON) So you can't answer that	10:03:20

1	without revealing confidential information --	10:03:25
2	A That's true.	10:03:27
3	Q -- or privileged information? Sorry.	10:03:28
4	A Yes, privileged information.	10:03:29
5	Q Would you agree that as of April 11, 2016,	10:03:37
6	Uber had information that showed that	10:03:43
7	Mr. Levandowski possessed Google information --	10:03:44
8	Google confidential information at the same time he	10:03:49
9	was also working for Ottomotto?	10:03:52
10	MR. GONZALEZ: Same instruction.	10:03:56
11	Q (BY MR. PERLSON) Which you will follow	10:03:59
12	advice?	10:04:04
13	A Yes.	10:04:04
14	Q Do you know whether Uber required	10:04:19
15	Mr. Levandowski to sign an attestation that he would	10:04:21
16	not use Google confidential information at Uber?	10:04:25
17	A It would be our practice to do that.	10:04:34
18	Q Do you know whether it did or not	10:04:36
19	specifically as to Levandowski?	10:04:38
20	A I think he did.	10:04:40
21	Q Do you recall when that was?	10:04:41
22	A It's generally before people are	10:04:44
23	onboarded. It's part of the HR process.	10:04:47
24	Q Have you ever personally seen	10:04:50
25	Mr. Levandowski's -- any -- let me start over again.	10:04:52